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July 6, 1994

REVISED

VIA FACSIMILE (011-33-1) 46-24-39-64

Mr. Henri Damase Omgba
1 Rue Raoul Nordling 9220
Neuilly-Sur-Seine
France

Dear Mr. Omgba:

This letter responds to your fax received this morning. You ask that we revise our engagement letter and estimate the legal fees Patton, Boggs & Blow would charge to send Mr. Schneebaum and me to Zaire and elsewhere, as appropriate, in southern Africa.

Patton, Boggs & Blow will represent your interests in the Angola peace conference matter as follows. My partner, Steven M. Schneebaum, and I will travel to Zaire to discuss, on a confidential basis, the prospects of a peace conference with the main actors which will include, in Zaire, President Mobutu and the protagonists Messrs. Dos Santos and Savimbi and, outside of Zaire, Presidents Mandela, Nujoma, Lissouba, and Chissano. These meetings will be held in confidence, and to preserve the confidentiality of the undertaking, we will not meet with any other persons except American diplomats in Kinshasa, to whom we may talk after the meeting with President Mobutu. Upon our return to the United States, we will discuss with relevant U.S. Government and Congressional officials the possibility of the moral endorsement of the peace conference by the United States Government.

I will be the partner in my firm responsible for the work done on your behalf. I will be assisted by other partners, principally Steven M. Schneebaum and Jeffrey T. Smith, and by associates and paralegals as I deem appropriate in the circumstances. We will charge you our legal fees based on our standard hourly billing rates in effect when the work is performed. Our hourly rates for attorneys who are likely to do most of the work on this project range from

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\$200-\$320. My time is billed at \$320 per hour. Mr. Schneebaum's time is billed at \$265 per hour. Mr. Smith's time is billed at \$250 per hour. We will pay for and charge to you all costs of international air travel. Mr. Schneebaum and I will each bill eight hours each day we are on the mission and, at our billable rates, this would mean that if we were to spend eight days travelling to, within, and from Africa and working with you while there, as is our present itinerary, our fees would amount to roughly \$40,000.00. In addition, we would add disbursements for air travel, estimated to be \$11,500.00. Of course, there will be additional fees if our time in Africa, including travel from and to the United States, exceeds eight days. There will be further time charged for our meetings in Washington on our return. We believe billable time spent to report to Government officials and assess the U.S. position should not exceed \$10,000; if, however, the situation in Washington becomes dynamic and if you so instruct us, we could spend more billable time than the amount reflected here.

You have prepaid \$50,000 by wire transfer, against which we will deduct time already billed which amounts to approximately \$21,000.00. This includes time spend on research, trip preparation, preparing documents for you, and meetings.

In the letter I sent you last night reflecting our itinerary, there was one mistake which I now wish to correct. Mr. Schneebaum and I propose to return as follows:

Friday, July 15

Dept. Kinshasa	Sabena 556	8:55 pm
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Saturday, July 16

Arr. Brussels		5:25 am
Dept. Brussels	United 951	12:40 pm
Arr. Washington		3:20 pm

You advise in your letter that we should wait for your confirmation about our itinerary "and reservations Friday, July 8, 1994." When we talked yesterday with Mr. Ebakisse, he made

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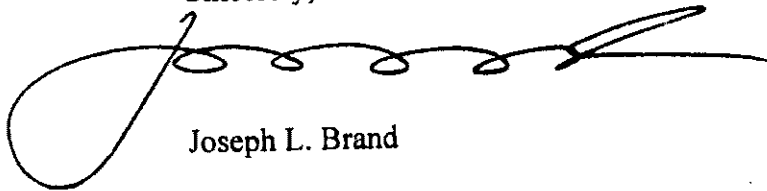
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it clear that we should travel on July 10 from Geneva, and we have made plans to do so. I will be out of the office Friday and unreachable for much of the day. Mr. Schneebaum and I must cancel engagements for next week if we are to travel to Zaire and therefore we would appreciate hearing from you just as soon as the plans are firm.

Sincerely,

A handwritten signature in black ink, appearing to read 'Joseph L. Brand', with a large, stylized initial 'J'.

Joseph L. Brand

cc: Steven M. Schneebaum
Jeffrey T. Smith

JLB/kaa

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